

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2191
of International Exchange Com-)
munications, Inc., d/b/a IE COM)
of Burlingame, California, and) GRANTED
North American Telephone Network,)
LLC of Atlanta, Georgia, seeking)
approval of an asset purchase)
agreement.) Entered: March 14, 2000

BY THE COMMISSION:

By application filed December 28, 1999, International Exchange Communications, Inc., d/b/a IE COM of Burlingame, California, and North American Telephone Network, L.L.C. (NATN), of Atlanta, Georgia, seek approval of an asset purchase agreement. Notice of the application was published in The Daily Record, Omaha, Nebraska, on December 30, 1999. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

IE COM is a Delaware corporation located in Burlingame, California, and is a wholly-owned subsidiary of Pacific Gateway Exchange, Inc., a publicly-traded Delaware corporation. IE COM provides both interexchange and local exchange services throughout the country. IE COM was granted authority from this Commission to provide intrastate interexchange service in Nebraska on February 9, 1999, pursuant to Application No. C-1961.

NATN is a privately-held Georgia limited liability company located in Atlanta, Georgia. NATN is authorized to provide intrastate telecommunications services in 48 states, including Nebraska. NATN received authority to provide service in Nebraska on July 1, 1997, pursuant to Application No. C-1477.

IE COM and NATN have reached an agreement whereby IE COM agrees to purchase assets of NATN, including all of the Nebraska customer accounts currently serviced by NATN. Following the consummation of the asset purchase transaction, all of the current NATN customers will receive service from IE COM, pursuant to IE COM operating authority. Customers will continue to receive such service pursuant to their current rates, terms and conditions, and will be notified of the change in provider.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the application should be granted. IE COM possesses sufficient managerial and technical abilities to add the customers of NATN to its own current customer base. IE COM, through its corporate parent, also possesses the financial ability required to assume the additional customers. Finally, the application is in the public interest because it will allow IE COM to

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achieve significant economic, marketing and administrative efficiencies, the benefit of which will ultimately inure to its customers.

O R D E R

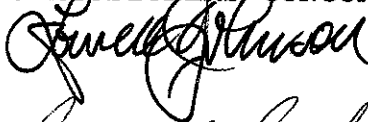
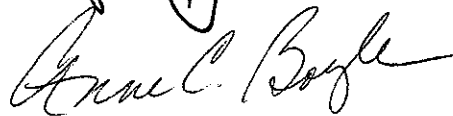
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2191 be, and it is hereby, granted and the asset purchase agreement between International Exchange Communications, Inc., d/b/a IE COM and North American Telephone Network, LLC, is approved.

IT IS FURTHER ORDERED that IE COM file an amended tariff reflecting any change in the rates, terms, conditions or services offered to former NATN customers that are not presently included in IE COM's tariff.

MADE AND ENTERED at Lincoln, Nebraska, this 14th day of March, 2000.


NEBRASKA PUBLIC SERVICE COMMISSION

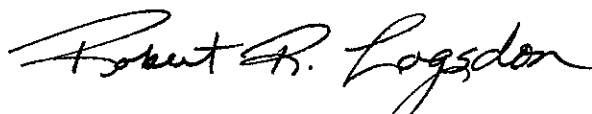
COMMISSIONERS CONCURRING:


Chairman

ATTEST:


//s//Frank E. Landis
//s//Daniel C. Urwiller


Executive Director